**KEEP CALM AND FLUTTER ON**

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Prologue

(*Opening shot: fade in to a long shot of Ponyville during the day, the camera angled slightly upward to pick out the untroubled blue sky and distant mountain peaks. Tilt down to bring Twilight Sparkle, Rainbow Dash, Rarity, and Spike into view on a stretch of meadowland well outside the town proper. Twilight and Spike pace nervously in a circle, Rarity sprays herself with perfume from a levitated atomizer, and the nearby Rainbow has a hoof over her nose to block out the scent; she is the only one of the group sitting on her haunches. The sound of Pinkie Pie’s hopping nears as the blue pegasus flaps a wing to clear the air, and she arrives in short order.*)

**Pinkie:** I love it when Princess Celestia comes to Ponyville! (*holding up a foreleg; it gleams*) I got my hooves shined just like Rarity for the occasion.

(*Extreme close-up of that limb; the hoof has been polished to a mirror finish that clearly reflects Rarity’s face.*)

**Pinkie:** (*from o.s.*) You like?

**Rarity:** I certainly do! (*She bats her eyelashes; cut to Twilight and Spike.*)

**Twilight:** I’m surprised she’s not here yet.

**Spike:** (*sighing*) I wonder what’s taking so long. (*Close-up of Twilight.*)

**Twilight:** And where are Applejack and Fluttershy?

(*On the start of the next line, pan to follow her glance over to the white unicorn, who is still admiring her image in Pinkie’s hoof.*)

**Rarity:** Fluttershy’s detained helping Applejack with a mishap at Sweet Apple Acres. They’ll be along.

**Spike:** But I still don’t get why the Princess would be so late.

**Twilight:** She’s bringing an important visitor. That could be part of it. (*Rainbow flies over to them.*)

**Rainbow:** (*very snarky*) A visitor who is important and slow!

**Rarity:** (*walking to them*) Maybe it’s somepony so terribly important, she still had many more terribly important things to do before she got here.

(*Cut to a close-up of Spike, whose eyes constrict to green points as he sucks in an unnerved gasp, looking behind Twilight.*)

**Spike:** (*tugging her tail, pointing*) Maybe the visitor has a deer antler, a goat leg, a bat wing, and a snake tail! (*Pan to Twilight and Rarity.*)

**Twilight:** Yeah, right. That’s Discord.

**Rarity:** Why in the wide wide world of Equestria would Princess Celestia bring along someone like *that?*

**Spike:** M-M-M-Maybe you should ask…*her!*

(*He points ahead of himself on this last word as the sound of galloping hooves starts to grow. A moment later, the source swoops down: Princess Celestia herself, riding in her chariot pulled by four pegasus guards. Their hoofbeats can be heard even before they and the vehicle reach the ground. After another moment, a second, less ornate chariot touches down alongside—and its passenger is Discord, the draconequus who turned Ponyville inside-out and backwards in “The Return of Harmony.” He is still frozen in stone, just the way Twilight and company left him at the end of that two-parter.*)

(*The view cuts from one extreme close-up to another, picking out the various mismatched body parts and stopping on the antler and horn atop the bushy eyebrows. Zoom out from these to frame the entire creature, then cut to the disbelieving quintet. A tiny sound of mingled confusion and fear emerges from the four equine throats before the view fades to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Celestia as Twilight crosses to her.*)

**Twilight:** With all due respect, Princess Celestia…*HOW COULD YOU BRING DISCORD HERE?!?!?*

(*Recovering her composure, she clears her throat and kneels.*)

**Twilight:** Your Majesty.

**Celestia:** I’m fully aware that the last time Discord was here… (*The second pegasus team drags Discord off the chariot with ropes in teeth.*) …he created serious havoc. (*Cut to Rainbow, hovering.*)

**Rainbow:** If by “serious havoc,” you mean turning Ponyville into the chaos capital of the world! (*Zoom out; Rarity and Spike stand alongside.*)

**Rarity:** And tricking us all into being the opposite of our true selves. (*Pinkie gallops up.*)

**Pinkie:** (*increasingly worked up*) And making yummy, delicious chocolate milk rain all over the place without a single dollop of whipped cream to go with it anywhere in sight! *Not a single dollop!*

**Celestia:** Yes, I understand. But I have use for Discord’s magic, if it can be reformed to serve good instead of evil.

(*Cut to a close-up of Discord’s surprised stone face.*)

**Celestia:** (*from o.s.*) This is why I’ve brought Discord here. (*Zoom out slowly to frame her and the group.*) Because I believe that you are the ponies who can help him do just that.

**Spike:** (*panicked*) This will never work! This is a disaster! How will we ever control him? We’re doomed!

**Celestia:** (*glancing toward Discord*) Need I remind you that *you* are the ponies who turned him back into stone like this in the first place? (*Cut to Twilight and company.*)

**Twilight:** I suppose we can just use the Elements of Harmony against him again if he gets out of hand.

**Spike:** (*backing away slowly*) Uh, w-w-we probably need a volunteer to run away from here right away to get them. (*Chuckle.*) I’ll do it! (*He turns to sprint off.*)

**Celestia:** (*from o.s.*) No need, Spike.

(*He turns back; cut to the sovereign, now standing alongside two guards. Between them is a locked chest with a short wooden rod protruding from either side; they have the free ends in their mouths, holding it aloft.*)

**Celestia:** I have them right here.

(*The chest is set down and the two guards step off. Zoom in on it as she continues, putting her o.s.; her magic opens the lid to expose the tiara and five necklaces resting on a cushion inside.*)

**Celestia:** And I’ve cast a spell so Discord can’t take them and hide them again.

(*Twilight smiles at this bit of thinking ahead as her mentor approaches the group.*)

**Celestia:** Now where is Fluttershy? I believe she may know best how to begin reforming Discord. (*Rainbow zooms over to her.*)

**Rainbow:** (*incredulously*) Fluttershy? Really?

(*Wipe to a close-up of a very put-out beaver standing atop a dam built from logs and branches. Behind it can be seen a dry stream bed and an expanse of trees in the Sweet Apple Acres orchards. It mutters angrily; cut to a close-up of an equally miffed Applejack, with the end of Fluttershy’s mane just visible to one side. An expanse of water is visible behind her, and the camera zooms out to show that she is standing on the upstream side of the dam. Fluttershy hovers just above the water surface.*)

**Applejack:** What’s he goin’ on about now?

**Fluttershy:** Good news. Mr. Beaverton Beaverteeth has agreed to take his dam apart and move it.

**Applejack:** Well, it’s about time.

(*Long shot of the area, panning slowly upstream; the backed-up water shallowly covers a considerable tract of orchard land.*)

**Applejack:** My apple trees are so waterlogged, I can practically hear ’em gargle! (*Back to the dam; Beaverton the beaver grumbles a little more.*)

**Fluttershy:** (*to Applejack*) But he says first you’ll have to apologize for calling him a nuisance.

**Applejack:** Apologize?! He’s lucky I didn’t call him a varmint! (*Fluttershy pushes them apart; angry retort from the rodent. She gasps.*)

**Fluttershy:** Mr. Beaverton Beaverteeth! Such language!

(*She glares at the apple farmer, who sullenly relents.*)

**Applejack:** Fine, fine. (*to Beaverton*) I apologize.

(*He responds by blowing a hearty raspberry; her warning growl is cut off when Fluttershy intercedes again. Looking here and there across the top of the dam, Beaverton settles on one particular twig and plucks it out. Its removal causes the dam to shake and vibrate, followed by the collapse of a large section so that the water can resume its normal course in the stream bed. Applejack lets off a relieved sigh as the flood recedes.*)

**Applejack:** Thanks, Fluttershy. Don’t know what I woulda done without you.

**Fluttershy:** Glad I could help. (*Rainbow flies in.*)

**Rainbow:** Hey, slackers! Double-time it on over to Ponyville, would you? We’re all waiting on you!

(*She flashes away, leaving two very puzzled mares staring after her. Dissolve to a close-up of Discord’s frozen face and pan/tilt down slightly on the start of the next line to frame Celestia and all six nearby. Fluttershy has stepped out from the group, closer to Celestia.*)

**Celestia:** I realize that this is a tall order, but I wouldn’t ask if I weren’t confident you could get him to use magic obediently of his own free will.

**Fluttershy:** And…you really think I’ll know best how to do that? (*A gold-shod hoof gently lifts her chin.*)

**Celestia:** I do.

(*The gesture and words bring a little smile and blush to the yellow face.*)

**Celestia:** (*flying to her chariot*) Now I must return to Canterlot for Equestria’s royal summit. (*She settles in.*) You may release Discord when ready.

(*The pulling team carries her skyward, leaving six uncertain mares and one stone statue alone in the meadow. They step slowly toward it.*)

**Twilight:** (*levitating closed chest to herself*) Okay, ponies. Guess it’s time to get started. (*She sets it down.*) Let’s just hope this releasing spell works.

(*The carrying handles have been removed from the sides of the chest in this shot. Only now does Spike peek from his out-of-sight hiding spot behind Twilight’s rump.*)

**Spike:** Or let’s not.

(*Cut to the others in turn as their necklaces are floated over and clasped on.*)

**Twilight:** (*from o.s.*) We’d best keep our Elements on at all times ’til further notice. (*Long shot of the six around the statue; she now wears her tiara as well. Spike has cleared off.*)

**Applejack, Fluttershy, Pinkie, Rainbow, Rarity:** Check!

(*The violet unicorn cranks up her horn, causing the tiara’s six-pointed jewel to emit a brilliant white/pink glow whose beams wash over the entire clearing. One by one, the others are lifted into the air as their necklaces begin to give off energy waves shaped like the jewels. The rays from Twilight’s tiara have now gone deep pink to match its color, and as Spike stares wonderingly, a ribbon of rainbow-striped energy laces its way from one pony’ s jewel to the next, working in both directions around the circle. The ends twine around Twilight and finally connect at her jewel, projecting multicolored beams in all directions.*)

(*Under their influence, the stone of Discord’s variegated body parts slowly cracks apart, shafts of white light shining through from within as flesh and blood manifest themselves. One last flash, and the draconequus is free; he voices a grating yell that turns into loud groans of discomfort as he works his limbs and neck back and forth, limbering them up. After one last good shake, he lets his head droop forward with an irked glare.*)

**Discord:** (*leaning over backward to Twilight*) Well, it’s about time somepony got me out of that prison block. (*straightening, stretching lion-paw forelimb*) What a relief!

(*A snap of the furred digits turns a squirrel in a nearby tree into a beefed-up brute, fully five times its original size in every direction. It snaps off a handy branch and starts chewing; cut to Twilight, seen from between Discord’s legs. Gasps from her and the o.s. other five.*)

**Twilight:** What do you think you’re doing?!

**Discord:** (*groaning, stretching in midair*) Why, stretching, of course. (*straightening*) When you’re a creature of chaos, stone bodysuits aren’t your typical go-to fashion choice.

(*While working his forelimbs around a bit more, he sneaks a snap with the taloned one; a rabbit on the receiving end instantly bulks up and gets a very bad attitude. It screeches and hops away, having crushed the flower it was sniffing, and Pinkie gasps in shock.*)

**Pinkie:** Make that bunny cute again! Now!

**Discord:** (*guffawing, stroking its chin*) Oh, he’s adorable the way he is.

(*Its overgrown teeth come within a hair’s breadth of chomping his lion paw off, so he backs away and blows it a vigorous raspberry.*)

**Discord:** You know what else is adorable? (*Cut to a slow pan across all but Fluttershy and Rainbow; he continues o.s.*) You ponies truly believe that you can reform me…

(*Cut to the meek yellow pegasus; he leans over her with a magnifying glass.*)

**Discord:** …and that you’re putting your faith in this one here to make it happen.

(*A flash transports him to her other side, where he reappears wearing makeup, gold-framed pince-nez glasses, a lady’s polka-dotted hat, and a blue dress. His eyebrows are styled to be very fluffy and curly.*)

**Discord:** (*pinching her cheek*) Makes me want to pinch your little horsey cheeks. (*Cut to Twilight.*)

**Twilight:** How’d you know about that? (*He leans down to her, out of this getup.*)

**Discord:** Being turned to stone doesn’t keep me from hearing every word Celestia says.

(*He surprises her by removing both eyes from their sockets and rattling them like a pair of dice. During the next line, he tosses them behind himself and the camera pans back to follow them past Applejack and Rarity until they roll to side-by-side holes in the ground.*)

**Discord:** Although I admit, it makes rolling my eyes a challenge.

(*Once they have both dropped neatly in, his head materializes around them and he peels himself up out of the grass.*)

**Twilight:** Well, unless you want us to turn you back to stone, you’ll zap those animals back the way they were, pronto!

**Discord:** Oh, you wouldn’t dare turn me back to stone and risk disappointing your precious Princess!

(*Pan slightly away from the pair; Rainbow flies up into a hover.*)

**Rainbow:** Try us, Dip-cord! (*Fluttershy is next up, good and sore.*)

**Fluttershy:** You think you can treat poor defenseless animals like that and get away with it? (*She rushes toward him.*)

**Rainbow:** You go, Fluttershy!

(*Who promptly pokes a hoof into the smirking, snaggle-toothed face.*)

**Fluttershy:** You best watch your step, buster, or I’ll give you… (*Zoom in slightly; she aims one of her eyes point-blank into his.*) …*the Stare!*

(*He recoils away from her in mock fright.*)

**Discord:** The Stare? Oh, no, please, not that! Anything but your disapproving eyeballs!

(*Belly laugh as he turns a somersault in midair. She retaliates by letting him have it for real, and his eyes pop wide open as he tries to fend her off or turn his head away.*)

**Discord:** (*amid choking sounds*) Oh, no! No, no, no, stop! No, no! I can’t! (*His eyes turn into red/white hypnotic swirls.*) Stop! I can’t take it anymore! I’ll do whatever you say…because…

(*He snaps out of it with another fit of crazed laughter—the previous was all for show.*)

**Discord:** …you’re hilarious!

**Twilight:** If it turns out we need to use our Elements against you, I’m sure we can convince Princess Celestia it was for a good reason! (*Discord half-stifles a moan, then resigns himself.*)

**Discord:** I suppose that’s correct.

(*A snap turns the overgrown squirrel back to its normal size. The branch is has been using to pound the tree falls out of its grip and conks it over the head, so that it topples dizzily to the ground. Across the way, the killer rabbit shrinks back to its normal proportions and hops cheerfully away. Discord gives a placating grin and shrug, showing both palms empty—but behind his back, the tuft of white hair on the end of his tail forms into a hand and snaps its fingers. This bit of magic affects four beavers at the edge of an orchard, growing them to several times normal size; chittering angrily, they scatter into the trees. Zoom out quickly from this spot to frame Pinkie and Rainbow; Discord faces them, but turns to glance over his shoulder toward the camera. The pegasus and earth pony have their backs to the orchard, and thus have not seen his subterfuge.*)

**Discord:** (*to himself*) Oopsie. (*to the others*) Well, it looks like I know where I’ll be crashing while I’m being “reformed.”

(*On the end of this, he leans down toward Twilight and makes air quotes with his paw and talons for the last word. She is not impressed or amused. He then straightens up, brings Fluttershy into his grip with a flash of light, and gives her a hearty noogie.*)

**Discord:** With you, Fluttershy.

(*If this news were not enough to throw a good dose of fear into her, the mad laugh that follows it definitely is. Zoom in to a close-up of her.*)

**Fluttershy:** Oh, dear.

(*Snap to black.*)

Act Two

(*Opening shot: fade in to the exterior of Fluttershy’s cottage, zooming in slowly, then cut to the living room inside. Twilight, Spike, and company are all in here; the mare of the house quickly grabs a couple of books off a table as her rabbit Angel hops after her, clearly disapproving.*)

**Fluttershy:** He may be horrible… (*flying to bookshelf, putting them away*) …but that doesn’t mean we have to act the same way. (*She sets out a vase of flowers.*) We should at least try to be hospitable.

(*A quick look across the room causes her eyes to pop; she leans down to Angel.*)

**Fluttershy:** You don’t mind giving up your favorite spot on the couch, do you, Angel bunny?

(*The squeak he lets out might best be translated as “Say what?!” Cut to said couch, where Discord has stretched out full length and let his tail hang off the end. Angel zips over and grabs one hind limb, trying with all of his bunny strength to drag the house guest off but unable to budge him. Angel trudges away after several seconds.*)

**Fluttershy:** (*flying over to couch*) Oh, I’m sorry about Angel. Are you all right?

**Discord:** Oh, yes. Thank you, Fluttershy, for your concern. (*disdainfully*) If only your pony friends could be as considerate.

(*Cut to said friends on the end of this; Rainbow rises off the carpet.*)

**Rainbow:** Don’t listen to him, Fluttershy! (*She gets in Fluttershy’s face.*) He’s just trying to drive a wedge between us like he always does.

**Discord:** (*feigning hurt*) Now why in the world would I ever try to do a thing like that? (*Rainbow rounds on him now.*)

**Rainbow:** So we can’t unite and use the Elements of Harmony against you, that’s why!

**Discord:** I never thought of that! (*She backs out of view.*)

**Rainbow:** (*from o.s.*) You big liar!

(*Cut to the four non-winged mares on the end of this as she flies back to them.*)

**Discord:** (*from o.s.*) Now look who’s a liar. (*Close-up of him.*) Anyone can plainly see that I’m not big at all.

(*As he says this, the camera zooms out quickly to frame the entire couch—on which he is now standing upright, having shrunk to roughly Angel’s size. As soon as the rabbit hops up onto the cushions, though, he instantly un-shrinks himself and resumes his reclining. Angel is launched across the room, and Discord’s head knocks a lamp off a nearby table; it shatters on the floor. Fluttershy claps two shocked hooves to her face.*)

**Discord:** Oops.

(*He sits up and snaps; cut to a close-up of the pieces, which instantly vanish. A new lamp replaces them on the table, a miniature version of the draconequus that appears to have been put together from broken ceramic shards. The light bulb is in its talons, the original lampshade has been shrunk down and fitted around the waist as a tutu, and the pull chain dangles from the open mouth.*)

**Discord:** (*from o.s.*) There! (*Zoom out to frame him.*) All better.

(*Pan to the other end of the couch, where Angel promptly gets knocked off by a sweep of the tail. Discord settles himself a bit more comfortably, but Applejack pulls her hat forward over her eyes.*)

**Applejack:** I can’t watch. (*She heads out; Rainbow follows, pausing next to Twilight.*)

**Rainbow:** We’ll be outside.

(*Off she goes, with the other three ponies and one dragon close behind. Twilight, bringing up the rear, stops at the door and turns back toward Fluttershy.*)

**Twilight:** You sure you’re okay with this?

**Fluttershy:** I know it’s not gonna be easy, but Princess Celestia’s counting on me. And I think I actually know what to do.

**Twilight:** You do?

**Fluttershy:** I think the key is to befriend him. Being kind to him and letting him be my house guest is probably the best way to do that.

(*During the previous, Discord plays keep-away with the couch—first levitating it and himself and letting Angel run into a wall, then sliding it ahead when he charges back across the room. Fluttershy does not notice, since she is facing Twilight at the door.*)

**Twilight:** And you really think that’ll work?

**Fluttershy:** I think it’s worth a try.

**Twilight:** (*softly*) Okay. But if you need us, all you need to do is whisper “help,” and we’ll be back here with our Elements. (*aloud*) So watch that goat-legged step of yours, pal!

(*On the end of this line, cut to the couch; Discord now stands on it, holding Angel upside down. The challenge elicits a half-strangled cry of surprise, and in a flash he has replaced the furniture items with two tall wingback chairs. They sit in these with cups of tea; Discord has donned a light blue suit jacket with white lapels/cuffs and a dark blue ascot and white shirt, a matching top hat, and a monocle.*)

**Discord:** What? Look at me. I’m practically reformed already.

(*His landlady gives Twilight the best grin she can muster on no notice before closing the door. The unicorn turns to the rest of the crew, gathered at the step; Applejack has her hat back in its usual place.*)

**Rarity:** She’s really all right with him staying there?

**Twilight:** That’s what she said. (*Close-up of Rainbow, hovering.*)

**Rainbow:** Personally, I think we should come up with a backup plan, in case this whole befriending business doesn’t work out. (*Pan/tilt down to Rarity.*)

**Rarity:** Rainbow Dash is right. This is Discord we’re talking about, girls. It wouldn’t be a bad idea to have another trick up our sleeves.

(*Cut to a close-up of Twilight. The gears under the gold tiara and deep blue mane grind away for a second before she smiles knowingly; zoom in slightly.*)

**Twilight:** And I think I know just the trick.

(*Wipe to Fluttershy, looking into the living room from an adjacent doorway.*)

**Fluttershy:** Discord?…Oh.

(*Pan away from her to the couch, which has been conjured up again to replace the wingback chairs. He sits upright, having shed the teatime outfit, and is happily munching away at a bowlful of something shredded resting in his lap.*)

**Fluttershy:** (*from o.s.*) There you are. Listen, Discord. (*Cut to her, walking in.*) I just want to make sure you know that if there’s anything I can do to…

(*She stops short upon getting a good look at both his snack and the bits of it dribbling down from his chomping mouth.*)

**Fluttershy:** Uh…um…are you eating…*paper?*

**Discord:** (*between bites*) Am I? Huh. How odd of me.

**Fluttershy:** Well, um… (*walking out*) …I’m just heading out, so you just make yourself at home while I’m gone.

(*Cut to the exterior of the cottage. As she crosses the bridge spanning the brook that runs through the front yard, Discord puts his head out through the open front door. He has donned a pink bathrobe with white trim and is holding a mug of coffee.*)

**Discord:** (*waving*) Bye-bye, have a nice time! (*Close-up.*) Everything is fine here, bye-bye…bye-bye.

(*The smile shifts into a grimace just before he ducks back into the cottage, slamming the door. Cut to a close-up of Angel as the mismatched shadow stretches across the floor to encompass him.*)

**Discord:** (*from o.s.*) You like carrots, Angel?

(*Cut to frame both, seen from floor level. The boarder has ditched the robe and mug, but is now wearing white slippers whose toes are styled as knocked-out bunnies, and he leans down over Angel and yanks a carrot out of one floppy ear.*)

**Discord:** I’m playing your owner for a fool.

(*The vegetable is slung forward, knocking Angel onto his back and ending up in his grip as the camera pans to follow his tumble. A laugh from the o.s. Discord, and his face appears on the orange surface.*)

**Discord:** How do you like them carrots?

(*Not well at all, judging from Angel’s scream and throw. The carrot falls back into Discord’s waiting paw, where it shrinks down and and turns into his snaggle-tooth so he can fit it back into his mouth. He then flops onto the couch, snaps, and conjures up the bowl of shredded paper he was eating from earlier. The bunny slippers are gone now.*)

[*Continuity error: The tooth was in his mouth when he produced the carrot and threw it at Angel.*]

(*Book pages riffle over the scene to block it out, and the camera zooms out to show the volume on a desk in the library’s reading room. Twilight runs a critical eye over the pages, using her magic to flip them.*)

**Twilight:** That’s weird. The spell I had in mind isn’t in here. (*addressing herself o.s.*) Spike, where are the other books I asked you to pull?

(*On the end of this, pan across the room to frame the dragon ,who is trying not to drop a stack of books at least twice his height.*)

**Spike:** Right here, Twilight. (*She magically yanks them away and floats them around herself, open.*)

**Twilight:** I really want to have a reforming spell up and running, pronto.

**Spike:** But what if he makes the Elements of Harmony disappear like he did last time?

**Twilight:** Princess Celestia cast a spell protecting them, remember? (*suddenly worried; books stop*) Uh-oh. (*They hit the ground.*)

**Spike:** What’s wrong?

**Twilight:** (*floating one up*) Princess Celestia didn’t cast a spell protecting our *books!* (*It opens and flips pages quickly.*) Everywhere I thought I’d find the reforming spell…

(*They stop turning to show a ragged nub where one has been ripped out; she gasps in horror, and the camera zooms in to a close-up of the mutilated tome. From here, cut to a close-up of one very content chaos creator, still on the couch and wiping his mouth with a napkin. Behind him, the interior of the cottage is slowly turning somersaults, causing furnishings and pictures to tumble every which way. He proceeds to scarf down the napkin as well.*)

**Discord:** Are you sure this isn’t overdoing it?

(*Long shot; he is addressing Fluttershy, who hovers by the end of the couch.*)

**Discord:** You said to make myself at home while you were gone, but I wouldn’t want to overstep my bounds.

**Fluttershy:** (*stammering a bit*) I did say that, so…if this makes you more comfortable, by all means, please… (*She barely dodges some falling pots.*) …feel free.

**Discord:** Oh, well, it does, very much so. (*He leans over to her.*) You’re so very kind, my dear Fluttershy. (*Paw and talons drape over her shoulders.*) I always knew that you were the understanding one… (*pointing past her; Angel tumbles in the background*) …not like those nasty friends of yours.

(*He backs away as she voices a small noise of indignation.*)

**Fluttershy:** My friends aren’t nasty! (*Here he comes again.*)

**Discord:** Well, of course you’d say that. (*laughing a bit*) It just goes to show how understanding you truly are.

(*This last comment does not sit well with her, but before she can come up with a response, he disappears with a flash and ends up on the couch again.*)

**Discord:** You know, I think Princess Celestia was right when she singled you out as the one who could reform me.

(*Cut to just behind his head. As he continues, a second face emerges from the back of it and blows a raspberry down over the end of the couch.*)

**Discord:** You’re off to such a good start, I’m seriously considering actually *being* reformed.

(*On the end of this, cut to Angel as he tries to avoid the clattering debris—he is on the receiving end of the hidden taunt. A bowling ball finally takes him down.*)

**Twilight:** (*from outside*) Fluttershy! Fluttershy, can you hear me? (*She turns toward the voice.*)

**Fluttershy:** Goodness! I hear Twilight!

(*She flies off, then back just in time to catch the plummeting rabbit, then off again. Cut to a long shot of the cottage, which is now revealed to be not only rotating, but also floating at treetop level. Fluttershy flies out the front door, closing it behind herself, and flies down with Angel firmly in her grip. The camera tilts down to follow her, bringing Twilight and Spike into view on the bridge during the next line. Behind the tableau, the sky has taken on the same queasy green tint Discord gave it the first time he ran Ponyville ragged.*)

**Twilight:** Fluttershy! What’s going on? Are you okay?

**Fluttershy:** (*lowering Angel gently*) We’re fine. Everything’s going great. Isn’t it, Angel?

(*Extreme vertigo leads him into an unsteady series of hops past the two new arrivals. In the background, some of the beavers that Discord grew to giant size scurry by, carrying a section of a felled tree trunk.*)

**Twilight:** We’ve come to get you away from Discord. He’s just terrible and, from the looks of it, completely out of control!

**Fluttershy:** Oh, but you’re wrong. We’re making great progress.

**Twilight, Spike:** Seriously?

**Fluttershy:** I’m earning his trust by giving him a little space to be himself.

**Spike:** Hate to break it to you, but he used that “space to be himself” to tear out all the reforming spells from the library.

*(He punctuates this statement by making air quotes for “space to be himself,” then holding up a book to give her an eyeful of its ripped-out page. She thinks hard about this.*)

**Fluttershy:** That *does* explain the paper-eating. (*Twilight leans into her face.*)

**Twilight:** He ATE them?!? (*Loud, frustrated groan; she massages her temple.*)

**Fluttershy:** But we aren’t gonna need a spell. He’s already really considering being reformed. He said so.

**Twilight:** And you *believed* him?

**Fluttershy:** If I’m going to be his friend, I have to start by giving him the benefit of the doubt. Tell you what. Bring all the ponies over for a dinner party this evening— (*Cut to a skeptical Twilight; she continues o.s.*) —and I’ll bet his manners will have really improved by then.

(*Now it is the unicorn’s turn to mull things over; meanwhile; Fluttershy flies partway back up toward her newly airborne abode.*)

**Fluttershy:** I’ll even get him to put the cottage back on the ground first. (*In she goes.*)

**Twilight:** (*sighing heavily*) All right. Dinner it is.

(*Dissolve to her leading the other four mares and Spike up the path toward the cottage, with Rainbow flying above the group. Rarity is the only one to have dressed for the occasion, clad in a long violet skirt with lighter accents and lace collar and trimmed with small jewels. It leaves her forelegs exposed, and the collar is tucked into her necklace. Rainbow groans and stops in midair; all but Twilight halt as well. The sky is back to its usual color, having darkened somewhat into late afternoon or early evening.*)

**Rainbow:** I can’t believe we’re having a dinner party with Discord. (*Close-up of Rarity, exposing a gold-trimmed light violet saddle on her back.*)

**Rarity:** This evening is sure to be a disaster. (*Zoom out; Pinkie trots up behind her.*) Glad I didn’t bother wearing my fanciest outfit. (*Twilight has reached the door; the cottage is back where it belongs.*)

**Twilight:** Fluttershy thinks this is the way to reform Discord and asked us to give it a chance.

(*The closed door swings open to reveal him dressed as a maitre d’: dark gray tailcoat, red vest, white formal shirt with dark gray necktie, white gloves, napkin draped over one sleeve. He has even added a thin, curling black mustache to his upper lip. Behind him, the visible patch of living room floor has taken on the undulating contour and light blue checkerboard pattern he inflicted on most of Ponyville during his last go-round.*)

**Discord:** Oh! Our pony guests!

(*Opening his mouth wide, he lets his tongue unroll to an impossible length and widen into a red carpet. Cut to the group as it reaches its end and he springs up here in front of them.*)

**Discord:** (*British accent, bowing*) We’re so delighted that you’ve come.

(*A flash, and he has moved to just inside the doorway, beckoning them in.*)

**Discord:** (*normal tone*) Please, do come in.

(*Uneasy glances among the crew. Cut to a candle-filled chandelier hanging from the rafters inside and zoom out slowly.*)

**Fluttershy:** (*from o.s.*) See what a beautiful job he did helping?

(*The camera movement brings the two of them into view, in front of an oddly-shaped table set for dinner. Cushions have been set on the floor at each place. The entire area has received the same sort of garish, nonlinear makeover as the floor.*)

**Fluttershy:** Discord set the entire table himself. I’m so proud.

(*As the others cast nervous eyes over the place, Discord’s upper body sprouts from a wall-mounted hat rack near Twilight’s position.*)

**Discord:** May I take your… (*Close-up of her; he continues o.s, clearing his throat and reaching for her tiara.*) …hats, ladies?

(*She backs off quickly.*)

**Twilight:** Hang on to your Elements, girls. It’s gonna be a bumpy night.

(*Wipe to the eight seated around the table, with loaded plates in front of themselves. Two cushions have been stacked up for Spike to sit on so he can be at the others’ eye level.*)

**Fluttershy:** As you all know, Princess Celestia hoped we’d help Discord use his magic for good instead of evil.

(*He nods. Cut to Pinkie, who wastes no time in scarfing down her food and getting a beard of mush on her face.*)

**Fluttershy:** (*from o.s.*) Pinkie Pie… (*Zoom out to frame her in the opposite seat.*) …care for some gravy?

**Pinkie:** You bet!

**Discord:** Allow me.

(*A flash brings the steaming gravy boat to life; it pants like an eager dog, a brown tongue of gravy hanging off the spout, and scampers across to Pinkie on its stubby legs.*)

**Pinkie:** (*petting it, getting her face licked*) Ooh, what a cute little gravy boat you are! Yes, you are. Yes, you are. (*It pours some on her food and runs off.*)

**Rainbow:** That’s one creepy little gravy boat, if you ask me.

**Fluttershy:** Oh, come on now, Dashie! You’re not even giving this a chance.

(*The vessel runs over to the blue pegasus and cheerfully pours its contents into her lap, causing her to shoot up out of her seat.*)

**Rainbow:** Hey! That’s hot!

**Discord:** (*laughing sheepishly*) Oops, I…I’m so sorry. (*Fluttershy shoots him a nasty look.*)

**Rainbow:** He did that on purpose!

**Discord:** (*stammering*) Well, I don’t know about that. Mistakes happen. (*Several lit candles dance across the table; Pinkie’s face is now clean.*) Oh, look, everypony! Dancing candles!

(*Cut to a close-up of Spike; three of them line up in front of his plate only to be suddenly extinguished. The camera zooms out to show that the hovering Rainbow has blown them out.*)

**Rainbow:** I’m not falling for that! (*She lands on the table.*) Discord’s just trying to distract us from—

(*The three candles float up behind her and start poking her with their holders, forcing her to duck and cover.*)

**Rainbow:** Hey! Knock it off! I suppose that’s another mistake?

**Discord:** No, I think you just made them mad. (*Close-up of Twilight.*)

**Twilight:** There’s something fishy going on.

(*Zoom out slightly; a fish-shaped vessel standing before her floats up and spits a mouthful into her face, knocking her backward. A quick pivot allows it to do the same to Spike, after which it hops away across the table.*)

**Fluttershy:** (*crossly*) Discord!

**Discord:** Well, it’s hardly my fault if the soup tureen finds the term “something fishy” to be offensive. (*He makes air quotes for “something fishy.”*)

**Rarity:** Not the dress! (*It fires one at her.*) NOT THE DRESS! (*Down she goes; it nails Applejack next.*)

**Applejack:** That tureen’s only doin’ what you’re makin’ it do! (*Back to Fluttershy and Discord; he stifles a laugh.*)

**Fluttershy:** Now let’s not jump to any conclusions.

(*He gets himself under control and shrugs in feigned puzzlement.*)

**Rainbow:** (*from o.s.*) Fluttershy… (*Cut to her, now upright and still being beaten by candles.*) …can’t you see what he’s doing? (*She pushes them away.*) He’s playing innocent with you so you’ll never agree to use the Elements of Harmony against him!

(*Here comes the tureen, the sight of which causes her to rear up in fright. Cut back to Discord; the sound of splashing soup comes through loud and clear.*)

**Discord:** (*scoffing a bit*) Oh, well, that’s a bit harsh, isn’t it?

(*Elsewhere, Pinkie is now getting hosed, Applejack is slightly dazed, and Twilight, Rarity, and Spike have thrown up forelimbs to ward off any further bombardment. Rainbow dives in to clap a serving dish cover over the tureen and stands on top of this.*)

**Rainbow:** You see what I’m saying, right, Fluttershy? (*Cut to Fluttershy; she continues o.s.*) Fluttershy!

**Fluttershy:** (*slightly annoyed*) You know what I see? (*Zoom out to frame Discord.*) I see that Discord’s far from perfect. (*leaning on table*) But I also see none of you giving him a chance.

(*Assorted disbelieving reactions from the others, with Rainbow’s words coming through the most clearly.*)

**Rainbow:** What’s gotten into you? Why do you keep cutting him so much slack?

**Fluttershy:** (*putting foreleg around Discord’s shoulders*) Because that’s what friends do.

(*Zoom in to a close-up of the trickster’s face, which registers genuine surprise at this declaration.*)

**Discord:** We’re friends? (*Zoom again; she flies up to hover at eye level.*)

**Fluttershy:** Why, of course! (*She circles to his other side.*) I can’t remember my house ever being this lively before you came along.

**Discord:** Oh. Well, I’ve…never really had a friend before. (*She takes his paw in her front hooves.*)

**Fluttershy:** Well, now you do.

(*Her cheerful smile is answered by his bashful one and sidewise glance—and total shock on the part of the other dinner guests. Pan from them to one window, which Angel opens from outside so he can hop onto the table and chatter frantically.*)

**Fluttershy:** Now is not a good time, Angel. We’re having a dinner party. (*He turns his attention to the others—all but Rainbow in frame.*)

**Applejack:** Hold up! (*He pours a glass of water over himself.*) I-I think he’s tryin’ to tell us somethin’.

(*The now-sodden rabbit splashes around in the puddle a bit, then grabs an apple off a nearby platter and holds it up.*)

**Twilight, Applejack, Pinkie, Rarity, Spike:** Apple!

(*Cut to Applejack; he moves in front of her and holds up the fruit in one paw, pointing away with the other.*)

**Twilight, Pinkie, Rarity, Spike:** (*from o.s.*) Applejack!

(*Wrong answer, apparently; he bites back a little bunny curse and stalks away toward the window. The five watch with some confusion as he returns, pushing a pitcher of cider and still carrying the apple, which he throws in.*)

**Rarity:** Oh, oh, oh! Sweet Apple Acres? (*Big hopping smile from him; now Rainbow moves in.*)

**Rainbow:** Flooding at Sweet Apple Acres! (*addressing herself o.s.*) And we all know who’s behind *that* now, don’t we?

(*Cut to one puzzled pegasus and one shamming draconequus.*)

**Discord:** Who, me? (*A halo appears over his head.*)

**Rainbow:** (*as others head out*) Oh, give it a rest! What do you think of your “friend” now, Fluttershy?

(*During this line, the camera zooms out slowly to put Fluttershy and Discord in the fore, looking on. As Rainbow follows the others, he shrugs before the mildly accusing expression in those blue-green eyes. Snap to black.*)

Act Three

(*Opening shot: fade in to a close-up of a couple of apples floating in an expanse of water. A wooden tub floats partway into view, and the camera zooms out to show it and a second one out here. Big Macintosh rides in one, nipping apples in his teeth and tossing them in with him; the other holds Granny Smith and Apple Bloom, the former rowing as the latter gathers up fruit. The water has inundated a huge swath of the family farmland.)*

**Applejack:** (*from o.s.*) I’ve never seen the floodin’ this bad! (*Pan across the new swamp.*) They’ve built dams around here before, but never like this.

(*Stop on the six mares and Spike, standing/hovering at the edge of the water. Rarity is no longer wearing her dress. Not one, not two, but three beaver dams have been constructed to block the stream and a couple of side drainage ditches. The overgrown rodent engineers have even put up frameworks to help with the build, and they are still at work touching up weak spots and bringing in more logs.*)

**Applejack:** What’s goin’ on? (*The beavers yell something in their own tongue; Fluttershy gasps.*)

**Fluttershy:** Such language! (*sighing, flying to others*) It’s no use. They won’t listen to a word I say.

**Rainbow:** You see Discord’s behind all this, right?

**Fluttershy:** Oh, of course I do! Do you all think I’m a silly gullible fool?

(*Cut to ground level; these four ponies mumble assorted sheepish responses, with Rarity coming through the clearest.*)

**Rarity:** Well, only in the sense of being silly and gullible. (*Zoom out to frame the entire group on the start of the next line.*)

**Fluttershy:** I’ve just been trying to gain his friendship any way I can, so he’d come to trust and listen to me.

**Discord:** (*from o.s.*) Hey there, Fluttershy!

(*Cut to him, now out of his maitre d’ outfit, without his mustache, and wearing an orange life jacket. He is water-skiing on the flooded stretch, pulled by two fish-shaped tureens and using a dinner plate and serving dish as skis, and wears a green flowered head kerchief and yellow swim trunks trimmed with blue.*)

**Discord:** You want a turn? The water’s great!

(*So great, in fact, that he flips over and coasts along on his head.*)

**Fluttershy:** (*to herself*) Time to see if it worked. (*Now upright, he reaches shore and jumps off, letting the tureens sail on.*)

**Discord:** Fluttershy! Oh, there you are. A sight for sore eyes.

**Fluttershy:** (*gesturing toward dam*) As you can see, there’s a big mess down here at Sweet Apple Acres.

**Discord:** (*dismissively, toweling himself off*) Oh, yes. Awful business, that. Mmm… (*She flies up to his eye level.*)

**Fluttershy:** It *is* awful. This is Applejack’s home, and it’s being destroyed by innocent creatures who would never be acting this way if it weren’t for *your* reckless behavior. (*He stops toweling, surprised; she turns her back resolutely.*) You need to fix this.

(*A moment’s thought on the draconequus’ part.*)

**Discord:** Well, yes, uh, very well, I *will* fix it. I only ask one thing in return. (*She turns to him with a smile.*)

**Fluttershy:** Yes?

**Discord:** (*poking her necklace, backing out of view*) I ask that you never use your Element of Harmony against me.

(*As she uneasily mulls it over, he just taps his mismatched index digits together with the confidence of one who knows he has the upper hand.*)

**Discord:** As a sign of our friendship.

(*Now the pegasus aims a silent pleading look at thhe others and gets six head shakes in answer. The eyebrows lower under the long pink mane—and then her front hooves slip behind her head.*)

**Fluttershy:** (*removing necklace*) I will never use my Element of Harmony against you.

(*Cut to the dumbstruck Twilight and Spike. The artifact is tossed into the clawed violet hands; both he and Twilight stare at it, their minds completely blown. Close-up of Discord.*)

**Discord:** Excellent!

(*Zoom out; he snaps his talons, creating a flash of white that fills the screen. Fade in to a close-up of a beaming Fluttershy and a very worried Twilight and Pinkie.*)

**Discord:** (*from o.s.*) There!

(*The yellow face goes slack; zoom out quickly to a long shot of the group. All of the water has frozen solid, and the trees have acquired caps of snow.*)

**Discord:** (*gliding/leaping across*) Much better! I do prefer ice skating to water skiing, don’t you?

(*He has traded his water-skiing outfit for a pair of ice skates on his hind limbs and a red-belted brown tunic that ends in a starry red hem. It only has one sleeve, full-length and red-trimmed, and covers a white pirate-style shirt. The motion carries him past a judges’ stand staffed by three undressed copies of himself, all of whom hold up “10” placards as his tuneless singing floats back toward them. An audience’s enthusiastic cheering comes in right on cue, but a cut to Fluttershy and zoom in to an extreme close-up shows exactly how amused she is not.*)

**Fluttershy:** *Discord!* (*jumping onto ice, galloping toward him*) That’s not fixing it! (*He stops skating, she slams on the brakes.*) Why, I oughta…

(*Only now does she realize that hooves are not suited for getting good traction on ice, as she slides right past him.*)

**Discord:** (*calling after her*) Where are you going?

(*Cut to the infuriated Fluttershy as she finally stops, then zoom out to frame Discord now in front of her.*)

**Discord:** What’s wrong, pal?

**Fluttershy:** Don’t call me your pal! (*He snakes himself around her and strokes her chin.*)

**Discord:** Oh, come skating with me, and we’ll let bygones be bygones.

(*On the end of this, he conjures up two pairs of skates and dangles them tantalizingly, using the tuft on the end of his tail as a hand to hold them up. Spike skids out to the two, holding Fluttershy’s cast-off necklace.*)

**Spike:** Here you go, Fluttershy! Game on!

**Twilight:** He fixes this or he goes back to being stone!

(*Cut to the mare in the middle, who turns her eyes from the jewelry to the skates.*)

**Twilight:** (*from o.s.*) Princess Celestia will understand!

(*After another round of glances, the camera zooms in slowly on her as she screws her courage to the sticking point.*)

**Fluttershy:** I made a promise not to use my Element against him, and I’m going to keep it.

(*Zoom out to frame all three; Spike sags as Discord grins, and she takes the skates by their laces in her teeth and walks carefully away. Comes now a round of incredulous cries, groans, and gestures from the five on the shore; on the ice, Discord appears next to Fluttershy and drapes his paw over her shoulders with a triumphant laugh.*)

**Discord:** You see? (*Cut to her and zoom in slowly; he continues o.s.*) She wants to have fun with me because *we’re friends*. She can’t use the Elements against me because *we’re friends.* (*Back to him.*) I’m free forever!

(*During the second and third sentences, her face slowly shifts from a mere resentful frown to a full-scale, boiling-mad grimace accentuated by one drooping ear. His last three words are followed by another laugh—but Fluttershy’s teeth are clenched so tightly that they might go to powder at any instant.*)

**Fluttershy:** *Not…your…friend!* (*She hurls the skates away.*)

**Discord:** Who cares? I can do whatever I want, whenever I want! I’m Discord, the master of chaos!

(*A quick teleport carries him over to Fluttershy, now clomping angrily away over the ice; he skates behind her, leaning over to look her on upside-down.*)

**Discord:** (*contemptuously*) You think you can boss Discord around? You think I’m just going to turn all this back because *you* say so? Because if I don’t, I’ll lose the one friend I ever had?

(*Zoom in quickly to a close-up of his face as a particular thought hits him with all the force of a runaway freight train. He stops and straightens up with a quiet, deflated sigh, letting his ears droop as he casts his eyes across the ice. Cut to a close-up of the discarded skates, zooming out to the sound of his o.s. sigh, and stop when his head is in view. He turns to face the camera, revealing the tears that have gathered in his eyes.*)

**Discord:** Well played, Fluttershy. (*skating away*) Well played.

(*Reaching a tree buried nearly to the tops of its branches in ice, he sits on the exposed foliage and clasps his paw and talons together. Zoom out slowly as a wave of brilliant white light washes outward from his position, erasing the deep freeze and restoring Sweet Apple Acres to its verdant glory. The two tubs that Macintosh and Granny/Bloom were riding in have been immobilized by the ice; they drop like rocks once it vanishes. All the beaver dams disappear and the builders revert to normal size as the stream resumes its course through the orchards.*)

(*Cut to a pan across the dry, fruit-laden tracts, then cut to a close-up of Fluttershy and zoom out as the other five mares and one dragon run/gallop/fly over to her, whooping and cheering. Discord materializes next to them, now stripped out of his ice-skating outfit and greatly humbled.*)

**Discord:** I liked it better my way, but…I guess when you’re friends, you can’t always have things exactly your way all the time, eh?

(*Dissolve to the bright sun shining above Ponyville and tilt down to the street. It is now the following day. Twilight and company, along with Discord, have gathered on one side and are facing Celestia at the other. Her chariot is parked behind her, with two guards standing ready.*)

**Discord:** (*crossing to her, bowing*) Yes, Princess, I’m ready to use my magic for good instead of evil. (*aside, under his breath*) Most of the time. (*He straightens up.*)

**Celestia:** Congratulations on your success, ponies. I definitely sense a big change in Discord. (*She leans over to whisper to Twilight.*) I’ll leave the Elements of Harmony with you, Twilight, just in case.

(*The unicorn nods agreement; tilt up from the pair to Discord, whose sudden look of surprise proves that he has heard every sotto-voce word. Cut to Twilight, who paces slowly past Fluttershy and Spike; Fluttershy has now put her necklace back on.*)

**Twilight:** You were right, when you said Fluttershy would be the one to find the way to reform Discord. By treating Discord as a friend, she got him to realize that friendship was actually important to him.

(*On the end of this, cut to a close-up of Fluttershy, who smiles bashfully and lets a blush tint her cheeks bright pink. The camera then cuts to Discord, also smiling.*)

**Twilight:** (*from o.s.*) And something that once he had, he didn’t want to lose. (*Zoom out to frame her, Applejack, Fluttershy, Rainbow, and Spike alongside.*)

**Fluttershy:** (*nudging Discord*) Go on…say it…

(*He takes a few hesitant steps toward Celestia.*)

**Discord:** Um, uh…all right… (*quickly*) …friendship is magic. (*Fluttershy grasps his paw with a front hoof.*)

**Fluttershy:** See? He can be a real sweetheart once you get to know him.

(*The seven onlookers avert their eyes with various grimaces and queasy smiles, trying to force their brains to choke down those last twelve words without going blammo. Fade to black.*)